

Exhibit A

(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

W.R. Grace & Co., *et al.*,³

Debtors.

)
) Chapter 11

) Case No. 01-01139 (JKF)

) (Jointly Administered)

)
) **Hearing Date: March 19, 2012**

) **Objections Due: March 2, 2012**
)
)

**ORDER AUTHORIZING THE DEBTORS TO COMPENSATE BAKER & MCKENZIE
IN EXCESS OF OCP LIMITS FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM NOVEMBER 1, 2011 TO NOVEMBER 30,
2011**

Upon consideration of the Motion of Baker & McKenzie for an Order Authorizing the Debtors to Compensate Baker & McKenzie in Excess of OCP Limits for Services rendered and for Reimbursement of Expenses for the Period From November 1, 2011 to November 30, 2011 (the "Application")⁴ seeking authorization for the Debtors to compensate Baker in excess of the Monthly OCP Limit pursuant to the OCP Order and sections 1107(a) and 1108 of the

³ The Debtors are: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

⁴ Capitalized terms used but not defined herein shall have the meanings set forth in the Application.

Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having reviewed the Application; and it appearing that notice of the Application and opportunity for a hearing on the Application was appropriate under the particular circumstances and that no other or further notice need be given; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates and creditors, it is hereby ORDERED that:

15. The Application is granted in its entirety.

16. The Debtors are authorized to compensate Baker in excess of the Monthly OCP Limit for services rendered and for expenses incurred from November 1, 2011 through November 30, 2011, in amounts not to exceed \$96,728.61 for fees for services rendered and \$1,118,16 for actual and necessary expenses incurred.

17. The Debtors and Baker are authorized to take all actions that may be necessary to effectuate the relief granted in this Order.

18. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

19. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 6004(h) or otherwise.

Dated: _____, 2011

Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit B

(Fee Detail)

RE: Retention Issues

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/07/11	Heroy	Confer with M. Paul re background facts and transaction specifics (.6); conf with A. McDermott re same (.5); teleconference with R. Higgins re same (.3); review engagement letter (.3).	1.7
11/07/11	McDermott	Conference with D. Heroy re new matter (.2); correspond with M. Paul, V. Marsh re same (.3); analyze work plan, review docket (.4); review and revise engagement letter for compliance with bankruptcy rules and guidelines (.2); correspond with D. Heroy re same (.1); conference and correspond with R. Higgins (debtor's counsel) re Baker retention, retention of OCPs (.5); coordinate conflicts review (.2).	1.9
11/07/11	Paul	Correspond with J. McFarland, D. Heroy, A. McDermott re retention application to bankruptcy court (.3); conference with D. Heroy and V. Marsh re same and action items needed (.2); correspond with A. McDermott re retention of correspondent counsel in South Korea and South Africa (.2); prepare engagement letter and confer with D. Heroy, A. McDermott J. McFarland re same (.3).	1.0
11/08/11	Heroy	Correspond with A. McDermott re retention issues (.3); confer with M. Paul re same (.1).	.4
11/08/11	McDermott	Coordinate conflicts review for compliance with bankruptcy guidelines (.1); prepare affidavit of disinterestedness and correspond with M. Paul, D. Heroy re same (.2).	.3
11/09/11	Heroy	Correspond with working group re conflicts issue (.3); confer with A. McDermott re retention (.3); correspond with working group re (.2).	.8
11/09/11	McDermott	Coordinate conflicts review for compliance with bankruptcy guidelines, preparation of affidavit of disinterestedness (1.2); correspond with M. Paul, D. Heroy, international offices re same (.6); draft application to employ Baker (2.5).	4.3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/09/11	Paul	Correspond with A. McDermott re new version of engagement letter, instructions for obtaining waivers, and obtaining engagement letters from local counsel in South Africa and South Korea (.3); conference with A. McDermott re revisions needed for engagement letter and action items for the conflict waivers and engagement letters (.2); revise engagement letter and send to J. McFarland with request re conflict waiver (.2); correspond with V. Marsh re instructions and contact details re engagement letters for South African and South Korea counsel (.2).	.9
11/09/11	Young	Review and analyze materials re conflicts issue.	3.0
11/10/11	Heroy	Edit retention application (1.1); edit disclosures re same (.2).	1.3
11/10/11	Marsh	Correspond with working group re engagement issues (.2); review draft retention application (.2); revise same (.1); correspond with A. McDermott re same (.1).	.6
11/10/11	McDermott	Coordinate conflicts review for compliance with bankruptcy guidelines, preparation of affidavit of disinterestedness (.6); correspond with M. Paul, D. Heroy, international offices re same (.5); telephone conference with M. Paul re same (.2); review comments to application to employ Baker (.5).	1.8
11/10/11	Paul	Review and revise draft retention application (.3); correspond with J. Barrett re same (.1); conference with V. Marsh re same (.1); review follow-up correspondence from J. Barrett and A. McDermott re same (.1).	.6
11/10/11	Young	Analyze materials re conflicts issue.	2.8
11/11/11	Heroy	Analyze conflict issues.	.3
11/11/11	McDermott	Review final conflicts results for compliance with bankruptcy guidelines, preparation of affidavit of disinterestedness (1.2); correspond with D. Heroy re same (.2); finalize application per comments received (1.4); prepare related affidavit (.4); review and revise conflicts disclosure appendix (.4); correspond with debtor's counsel re same (.5).	4.1
11/11/11	Paul	Correspond with A. McDermott and B. Higgins re conflict waivers.	.3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/11/11	Young	Review and analyze materials re conflicts issue (2.1); conference with A. McDermott re same (.2).	2.3
11/12/11	McDermott	Correspond with non-US offices re retention.	.2
11/13/11	McDermott	Correspond with global services re conflicts questions.	.2
11/14/11	Heroy	Review, revise retention application.	.6
11/14/11	Marsh	Review local counsel affidavit (.2); correspond with J. Milner re retention of South Africa counsel (.1); conference with M. Paul re: billing guidelines (.2); correspond with A. McDermott re same (.1).	.6
11/14/11	McDermott	Finalize retention application and related affidavit per debtor's counsel comments (.8); correspond with M. Paul, R. Higgins (debtor's counsel) re same (.2); correspond with V. Marsh re ordinary course retention of correspondent firms (.2).	1.2
11/15/11	McDermott	Draft billing protocol memorandum re bankruptcy guidelines for distribution to billing lawyers (1.3); correspond with V. Marsh, M. Paul re same (.3); correspond with working group re filed application (.1).	1.7
11/15/11	Paul	Review and revise affidavit of disinterestedness (.4); review revise version of same and execute same in front of notary (.2).	.6
11/16/11	Marsh	Correspond with M. Paul re bankruptcy billing guidelines.	.1
11/17/11	Marsh	Review of draft affidavit of disinterestedness from South African counsel (.1); correspond with A. McDermott re same (.2)..	.3
11/17/11	McDermott	Correspondence re retention of correspondent firms as OCPs.	.2
11/18/11	Marsh	Correspond with J. Milner re draft affidavit of disinterestedness.	.1
11/18/11	McDermott	Correspondence re retention of correspondent firms as OCPs.	.2
11/21/11	Marsh	Review affidavit of disinterestedness from South Korean Counsel (.3); correspond with working group re same (.1).	.4
11/22/11	Marsh	Correspond with A. McDermott re draft affidavit for South Korean counsel (.1); correspond with J. McFarland re engagement letter (.1).	.2
11/22/11	McDermott	Correspondence with working group re retention issues, bankruptcy guidelines.	.5

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/23/11	Marsh	Revise engagement letter per comments received from J. Linklater (.5); conference with M. Paul re same (.2); further revise engagement letter per comments from M. Paul (.3); forward revised version and black line to M. Paul for submission to Executive Committee and J. Linklater for approval (.4); draft cover letter to J. McFarland re same (.9).	2.3
11/23/11	Paul	Review comments from J. Linklater on J. McFarland revisions to engagement letter (.2); conference with J. Linklater re follow-up question for same (.2); conference with V. Marsh with instructions for revising engagement letter in accordance with J. Linklater comments (.2); review and revise new version of engagement letter from V. Marsh, and conference with V. Marsh re additional revisions needed for same (.8); review new version of engagement letter from V. Marsh, and forward same to J. Linklater for approval (.2).	1.6
11/25/11	McDermott	Correspond with working group re retention issues, bankruptcy guidelines.	.3
11/26/11	Marsh	Revise cover letter to J. McFarland and forward to M. Paul with revised engagement letter and blackline.	.4
11/30/11	McDermott	Correspond and conferences with R. Higgins, M. Paul re withdrawal of retention application.	.5
11/30/11	Paul	Conference with J. McFarland re deal stoppage and withdrawal of retention application (.1); correspond with deal team re same (.2); conferences with J. Barrett and A. McDermott re same (.2); follow-up correspondence with A. McDermott and J. Barrett re same (.2).	.7

Summary of Fees

Chicago Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
David Heroy	5.1	895.00	\$	4,564.50
Andrew McDermott	17.4	485.00		8,439.00
Mark A. Young	8.1	215.00		1,741.50
			\$	<u>14,745.00</u>

Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Valerie A. Marsh	5.0	505.00	\$	2,525.00
Marc R. Paul	5.7	795.00		4,531.50
			\$	<u>7,056.50</u>

Total: \$ 21,801.50

Total Fees for Retention Issues: \$21,801.50

RE: Non-Working Travel

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/21/11	Moore	Travel to Boca Raton for client meeting (1.4); return travel from Boca Raton (1.4).	2.8

Summary of Fees**Miami Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Robert H. Moore	1.4*	525.00	\$	735.00
			\$	<u>735.00</u>
		Total	\$	735.00

Total Fees for Non-Working Travel: \$735.00*** Non-working travel time billed at 50% of hours traveled**

RE: Preparation for Proposed Transaction

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/14/11	Barrett	Correspond with E. Filon re upcoming client meeting (.3); outline issues to prepare for same (.6).	.9
11/14/11	Moore	Review latest 10-Q for background on company to prepare for project (.8); review slide deck sent from C. Finke re same (.2); review issues list from J. Barrett (.2); prepared for upcoming client meeting (.8).	2.0
11/15/11	Barrett	Review issues to prepare for upcoming client meeting (1.6); begin follow-up with working group re same(1.6).	3.2
11/15/11	Marsh	Correspond with J. Milner regarding engagement of South African counsel (.2); correspond with South African firm re engagement of same (.3).	.5
11/15/11	Moore	Prepared for call with client and J. Barrett re transaction details (.8); attend call with client and J. Barrett re same (.8).	1.6
11/16/11	Barrett	Telephone conference with R. Evans, E. Filon and D. Poole re background issues (.6); review issues and factual background with S. Hadjillogiou (.4); review multi-country inquiry (.4); correspond with working group re preparation status (.4).	1.8
11/16/11	Hadjillogiou	Conference with James H. Barrett re planned transactions (.8). correspond with working group re same (.4); review of transaction documents (.4).	1.6
11/16/11	Marsh	Correspond with working group re foreign tax advisors.	.3
11/16/11	Moore	Review additional background materials re contemplated transaction (1.0); correspond with J. Barrett re same (.5).	1.5
11/16/11	Narvaez Hasfura	Review correspondence from J. Barret re contemplated transaction.	.8
11/17/11	Barreiro	Review of the applicable laws and regulations related to the tax implications of an asset deal in the City of Buenos Aires.	1.5
11/17/11	Barrett	Review inquiries relating to contemplated transaction (.4); review issues with M. Paul (.1); correspond with international advisors re same (2.3).	2.8

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/17/11	Evans	Review correspondence from J. Barrett re proposed transaction and input on transfer taxes applicable to an asset sale in Venezuela, including a possible reduction of capital gains tax (.5). conference with R. Castillo re same (.2). prepare and forward response to J. Barrett (.8).	1.5
11/17/11	Grazio	Correspond with Steven Hadjilogiou re tax issues of the sale of assets by a Colombian entity.	2.3
11/17/11	Hadjilogiou	Correspond with counsel in multiple countries re local country tax questions (.7); conference with J. Barrett re same (.4). create working group list (1.0).	2.1
11/17/11	Jouniaux	Review answers to tax questions prepared by X. Berre.	.5
11/17/11	Kay	Review correspondence from J. Barrett re tax issues and correspond with R. Moon re same.	.3
11/17/11	Liu	Review questions re tax free asset reorganization (.3); draft analysis re same (.7).	1.0
11/17/11	Mariano	Draft memorandum re main tax issues re swap of assets (4.4); research recent developments in legislation and precedents (4.0).	8.4
11/17/11	Moon	Draft memorandum re tax aspects of contemplated transaction.	2.6
11/17/11	Narvaez Hasfura	Analyze tax aspects of contemplated transaction.	1.2
11/17/11	Ordonez Namihira	Review background facts and circumstances re contemplated transaction (.3); office conference with J. Narvaez re terms of advice to be provided (.2).	.5
11/17/11	Paul	Review reports from C. Finke and J. Barrett with summary information re the company's contemplated transaction (.8); correspond with J. Barrett with request for Indian counsel (.1); conference with J. Barrett re same (.1); correspond with Z. Mody of AZB Partners in India re same (.1).	1.1
11/17/11	Whatley	Review correspondence from J. Barrett re restructuring alternatives for Japan (.3); prepare draft response and circulate for review (.2).	.5
11/18/11	Barreiro	Further review of applicable laws and regulations re the tax implications of an asset deal in the City of Buenos Aires. (1.2); drafting memoranda re same (1.8).	3.0
11/18/11	Barrett	Review issues re various tax related inquiries (.7); organize charts summarizing initial responses (1.0).	1.7

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/18/11	Berre	Researches re tax impact of share disposals (1.2); telephone conference with S. Jouniaux re same (.5); correspond with James Barrett re same (.5).	2.2
11/18/11	Castillo Cottin	Analyze tax consequences and duties re assets and bulk sale. (3.2); correspond with Ronald Evans re same (.7).	3.9
11/18/11	Chmelev	Correspond with J. Barnett re Russian tax issues for planned transaction.	.1
11/18/11	Hadjilogiou	Draft correspondence to counsel in multiple countries re local country tax questions (.5); revise chart of responses to local countries (.4).	.9
11/18/11	Jouniaux	Review tax analysis prepared by X. Berre.	.5
11/18/11	Kay	Review correspondence to J. Barrett re UK tax implications of proposed transaction.	.6
11/18/11	Kobayashi	Review Japanese tax implications on the transfer of shares by a US company.	.9
11/18/11	Liu	Coordinate with J. Barret re foreign tax counsels (.2); coordinate with L. Kuo re tax advice on planned transaction (.1).	.3
11/18/11	Mariano	Revise memorandum re tax effects on the sale of assets (4.0); research precedents re same (4.0).	8.0
11/18/11	Moon	Discussion with G. Kay re tax issues (1.4); research re same (1.0); amend response re same (.4).	2.8
11/18/11	Narvaez Hasfura	Review and revise draft of communication to J. Barrett re tax issues for planned transaction (.6); legal analysis re same (.7).	1.3
11/18/11	Ordonez Namihira	Prepare preliminary comments to issues on stock sale (1.4); analyze Mexican tax treatment re goodwill issues (.6).	2.0
11/18/11	Rodrigues	Research recent tax decisions (.8); telephone conference and correspondence with working group re same (.4).	1.2
11/18/11	Sanchez de la Conc	Review communication from J. Barrett re description of structure and proposed transaction (.3); office conference with J; Ordonez (.3); preliminary legal analysis re same (.4).	1.0
11/18/11	Wen	Confer with L. Kuo re tax issues of contemplated transaction.	.3
11/18/11	Whatley	Correspond with working group re review of draft advice.	.1
11/19/11	Barrett	Review proposed tax issues (.1); review local country responses re same(2.).	.3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/19/11	Chan	Review and respond to correspondence from S. Hadjillogious re Hong Kong tax on asset transfer.	.4
11/19/11	Hadjillogiou	Reviewed responses from counsel in various local countries re local tax issues.	.4
11/19/11	Whatley	Review comments to draft tax advice (.1); correspond with J. Barrett re responses to open queries for Japan (.1).	.2
11/20/11	Barrett	Review correspondence from working group re initial tax inquiries.	.2
11/20/11	Hadjillogiou	Review local country responses to initial tax inquiries (.9); Create chart of responses from local countries (1.2).	2.1
11/21/11	Albarran	Prepare memorandum re Spanish indirect taxes.	2.0
11/21/11	Assis	Review tax issue memorandum drafted by G. Mariano.	1.7
11/21/11	Barrett	Review and respond to correspondence from trademark group re open issues and next steps (.6); prepare for client meeting re initial tax questions and next steps (2.5); attend client meeting re same (4.0).	7.1
11/21/11	Bridges	Analyze issues re the proposed transactions.	1.0
11/21/11	Chmelev	Review, revise Russian tax initial comments for the proposal asset-stock sale and send same to J. Barrett.	.4
11/21/11	Chow	Draft correspondence to S. Hadjillogiou re Australian tax implications of proposed asset sale (.8); discussion with J. Walker re same (.4).	1.2
11/21/11	Dimagiba	Review and revise draft advice re tax implications of transfer of assets.	.6
11/21/11	Hadjillogiou	Meeting with client at offices in Boca Raton (4.0); prepare for same (1.7); create charts of local country law (1.0); review same (.7).	7.4
11/21/11	Hearder	Review advice concerning transfer taxes and provide comments to same.	.9
11/21/11	Jacinto	Review instructions sent re tax advice for client (.4); draft opinion regarding the tax implications of an asset sale (1.5); send same to S. Barnett (.2).	2.1
11/21/11	Kong	Analyze S. Hadjillogiou's request for preliminary overview of transfer taxes in Malaysia (.7); draft memorandum with advice re same (.3).	1.0
11/21/11	Kristalia	Prepare draft response re tax issues re transfer of assets.	2.5

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/21/11	Kuo	Confer with Jinghua Liu re transfer taxes applicable to asset transfer (.3); research and confirm the transfer tax rates (2.0); revise summary of transfer taxes (1.1); draft correspondence re transfer taxes and capital gain tax rate (.7).	4.1
11/21/11	Lee	Draft memorandum re tax law and regulation on the transfer tax and reduced income tax rate in Taiwan.	3.6
11/21/11	Leow	Advise working group on Singapore tax issues on transfer of business.	.4
11/21/11	Liu	Review and revise advice re taxation of asset transfer table on local asset transfer (.8); confer with L. Kuo and J. Wen re same (.3)	1.1
11/21/11	Marsh	Confer with J. Milner, D. Ramos re client contact and presentation of advice.	.3
11/21/11	Martinez-Iniguez	Prepare comments re Spanish tax issues.	1.0
11/21/11	Moore	Prepare for client meeting re initial advice re contemplated transaction and next steps (1.1); attend client meeting re same (3.5).	4.6
11/21/11	Partogi	Review and revise the draft response to the tax queries from S. Hadjillogiou.	2.0
11/21/11	Walker	Review Australian tax advice (.3); send same to client (.1).	.4
11/21/11	Wei	Review correspondence from S. Hadjillogiou re general Singapore tax implications in an asset and stock sale (.2); discussion with E. Leow re same (.2); draft correspondence to respond to his tax queries (.6).	1.0
11/21/11	Wen	Research local rules re Stamp Duty for different items of asset transfer (.5); confer with J. Liu re same.	.7
11/21/11	Wong	Review correspondence from S. Hadjillogiou re contemplated transaction and advice re same.	.7
11/21/11	Wong	Review and revise analysis re transfer prices applicable to local sale of assets (1.0); follow-up correspondence with working group re same (.2).	1.2
11/22/11	Barrett	Review open issues with S. Hadjillogiou (.4); review correspondence from working group (.4); review status with M. Paul (.2); follow-up with S. Hadjillogiou re same (.4).	1.4
11/22/11	Evans	Review correspondence from S. Hadjillogiou re client's concerns re transaction structure (.8); analyze tax issues re spin offs (.3); review materials re same (.3); office conferences with working group re same (.3); prepare and forward response (.2).	1.9

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/22/11	Hadjilogiou	Conference with J. H. Barrett re follow-up issues with local countries (1.3). draft correspondence to colleagues in numerous countries with follow-up questions to initial tax inquiries (1.3).	2.6
11/22/11	Moore	Review various foreign office responses to tax issues (.3); review J. Barrett correspondence re same (.2); meeting with J. Barrett re same (.3); review various country responses re same (.8).	1.6
11/22/11	Narvaez Hasfura	Legal analysis on the additional tax questions from S. Hadjilogiou.	1.3
11/22/11	Paul	Review comments from J. McFarland re engagement letter and standard terms of engagement (.5); conference with V. Marsh re same (.2); correspond with J. Linklater re same (.1).	.8
11/23/11	Assis	Additional review of the memorandum drafted by G. Mariano regarding tax issues.	1.2
11/23/11	Barrett	Review correspondence re local tax responses.	1.6
11/23/11	Hadjilogiou	Revise asset sale charts (1.1); correspond with African and Brazilian counsel (.6).	1.7
11/23/11	Jouniaux	Review questions raised by J. Barrett re possibility to proceed with a tax-free restructuring.	.2
11/23/11	Lee	Research re tax implication of the "like kind exchange" issue in Taiwan.	.4
11/23/11	Ling	Confer with J. Liu regarding definition of de-merger and special tax treatment on de-merger.	.2
11/23/11	Liu	Review follow up questions regarding tax free reorganization (.4); analyze tax free demerger option (.4); discuss same with A. Ling (.2); draft advice re same (.3).	1.3
11/23/11	Moore	Review local country responses re initial tax questions.	.9
11/23/11	Whatley	Review correspondence from S. Hadjilogiou with follow up queries regarding goodwill issue, tax free demerger.	.1
11/24/11	Albarran	Prepare additional comments re Spanish indirect taxes.	.3
11/24/11	Barrett	Review correspondence from working group re local tax issues.	.4
11/24/11	Berre	Draft correspondence to working group re tax free demerger issues in France.	.5
11/24/11	Hadjilogiou	Drafted correspondence to D. Snopek re signed contribution agreement.	.1

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/24/11	Jacinto	Review follow-up query of client and draft opinion re tax implications of an asset for share transfer (1.5); send to working group for review (.2); send to client (.2).	1.9
11/24/11	Jouniaux	Review memorandum re tax issues prepared by X. Berre.	.2
11/24/11	Martinez-Iniguez	Correspond with working group re follow-up questions from client.	1.1
11/24/11	Ordonez Namihira	Review revised set of facts re proposed transaction in Mexico (.3); review additional set of specific tax-related questions re tax implications for the parties involved (.2).	.5
11/24/11	Wong	Review and analyze follow-up question on like-kind exchange.	.3
11/25/11	Narvaez Hasfura	Legal analysis re follow-up tax questions posed by J. and S. Hadjilogiou.	.8
11/25/11	Ordonez Namihira	Office conference with L. Tellez re revised set of facts re proposed stock and asset sale in Mexico (.4); legal research and analysis re Mexican tax provisions re to spin-offs (.6).	1.0
11/25/11	Rodrigues	Research re status of tax appeals (.4); correspond with working group re same (.2).	.6
11/25/11	Tellez-De la Vega	Analyze questions posed by J. Barrett re specific concerns re the sale of the shares in Mexico (3.0); prepare answer to same (.7). meeting with J. Ordoñez re same (.4); revise answers re same (.4).	4.5
11/26/11	Dimagiba	Review, revise draft advice on tax-deferred exchange of property for shares.	.2
11/28/11	Barrett	Review like kind exchange issues with C. Finke (.4); review same with C. Hassan (.6); review correspondence re local country issues (.7).	1.7
11/28/11	Hadjilogiou	Review responses from local country counsel re tax issues (.9); correspond with working group re same (.8).	1.5
11/28/11	Hassan	Office conference with J. Barrett re tax research (.6); research US tax law re like kind exchanges (1.3); confer with J. Barrett re status of research (.2); research US tax law (1.3).	3.4
11/28/11	Marsh	Review revised cover letter to J. McFarland re: engagement letter (.1); correspond with B. Isbell re: document production charge (.1); correspond with H. Morales re Peruvian counsel recommendations (.1).	.3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/28/11	Narvaez Hasfura	Legal analysis re questions posed by J. Barrett and S. Hadjillogiou (.4); discussion re same with J. Ordoñez and L. Sanchez de la Concha (.4); review final draft of responses on the questions raised (.5).	1.3
11/28/11	Ordonez Namihira	Draft and revise written response re issues on stock sale (1.8); office conference with L. Tellez re same (.7).	2.5
11/28/11	Sanchez de la Conc	Review revised factual information re proposed transaction (.4); legal research re Mexican income tax law and regulations (.6); review and revise draft responses (.5).	1.5
11/28/11	Tellez-De la Vega	Final revision with J. Ordoñez of J. Barrett's questions re the sale of the shares in Mexico Mexican Company (1.3); prepare final version of answer (1.2).	2.5
11/29/11	Barrett	Review correspondence re responses to tax question (.3); follow-up correspondence re Mexico treaty issue (.4); review like kind exchange issues (.6).	1.3
11/29/11	Hadjillogiou	Update charts with local country updates to follow-up tax questions (1.2); review stock sale responses and create a one-page summary of all stock sale country responses (1.3).	2.5
11/29/11	Hassan	Continue research of US tax law as to like-kind exchanges.	2.9
11/29/11	Ordonez Namihira	Prepare written response re Mexican tax issues (.6) office conference with J. Narvaez re same (.2).	.8
11/29/11	Paul	Review response and comments from J. Linklater (.2); finalize engagement letter and review and revise draft cover letter McFarland re same (.6); conference with V. Marsh re same (.2).	1.0
11/29/11	Whatley	Follow up re response to open queries from S. Hadjillogiou.	.1
11/30/11	Barrett	Review US like kind exchange issues (1.6); review issues with C. Finke (.9); review status of other foreign inquiries (.7); review issues with C. Finke (.3); coordinate "full stop" with tax group (.3).	3.8
11/30/11	Hadjillogiou	Participate in telephone conference with C. Finke regarding like kind exchanges (.9); review responses from local country counsel (.9).	1.8
11/30/11	Hassan	Confer with J. Barrett regarding drafting analysis of like kind exchange issues (.6); telephone conference with C. Finke, J. Barrett, and S. Hadjillogiou re same (.9); begin to draft tax analysis re same (1.5).	3.0

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
11/30/11	Kobayashi	Prepare comments re Japanese goodwill formula and the qualified spin-off conditions.	1.5
11/30/11	Mariano	Analyze issues re transactional taxes and amendments to our previous memorandum (4.8); correspond with working group re same (.2).	5.0
11/30/11	Whatley	Review research results re Japanese tax issues (.1); prepare draft memorandum to S. Hadjilogiou re same (.4).	.5

Summary of Fees:**B&M Colombia (Bogotá) Office**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Martha Grazio	2.3	260.00	\$ 598.00
			<u>\$ 598.00</u>

Buenos Aires Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Martín J. Barreiro	4.5	555.00	\$ 2,497.50
			<u>\$ 2,497.50</u>

Caracas Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rodrigo H. Castillo Cottin	3.9	212.00	\$ 826.80
Ronald E. Evans	3.4	474.00	1,611.60
			<u>\$ 2,438.40</u>

Beijing Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lex Kuo	4.1	460.00	\$ 1,886.00
Jinghua Liu	3.7	980.00	3,626.00
Jason Wen	1.0	520.00	520.00
			<u>\$ 6,032.00</u>

Hong Kong Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pierre T.H. Chan	.4	950.00	\$ 380.00

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			\$ 380.00

Shanghai Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Ling	.2	660.00	\$ 132.00
			\$ 132.00

Jakarta Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Niken Kristalia	2.5	250.00	\$ 625.00
Ponti Partogi	2.0	375.00	750.00
			\$ 1,375.00

London (Services Ltd.) Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rachel Moon	5.4	604.77	\$ 3,265.76
			\$ 3,265.76

London Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Geoffrey A. Kay	.9	1,169.22	\$ 1,052.30
			\$ 1,052.30

Madrid Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Antonio Albarran	2.3	524.00	\$ 1,205.20
Jaime Martinez-Iniguez	2.1	587.00	1,232.70
			\$ 2,437.90

Manila Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Dennis G. Dimagiba	.8	410.00	\$ 328.00
Maria Ana Camila C. Jacinto	4.0	240.00	960.00
			\$ 1,288.00

Mexico City Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Jorge S. Narvaez Hasfura	6.7	400.00	\$	2,680.00
Javier Ordonez Namihira	7.3	250.00		1,825.00
Maria de la Luz Sanchez de la C	2.5	330.00		825.00
Lizette Tellez-De la Vega	7.0	150.00		1,050.00
			\$	<u>6,380.00</u>

Miami Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
James H. Barrett	28.2	750.00	\$	21,150.00
Steven Hadjilogiou	24.7	425.00		10,497.50
Cecilia Hassan	9.3	400.00		3,720.00
Robert H. Moore	12.2	525.00		6,405.00
			\$	<u>41,772.50</u>

Moscow Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Alexander Chmelev	.5	950.00	\$	475.00
			\$	<u>475.00</u>

Paris Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Xavier Berre	2.7	350.00	\$	945.00
			\$	<u>945.00</u>

Brasilia Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Daniel Rodrigues	1.8	110.00	\$	198.00
			\$	<u>198.00</u>

Sao Paulo Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Juliana Porchat De Assis	2.9	440.00	\$	1,276.00
Gabriela Mariano	21.4	260.00		5,564.00
			\$	<u>6,840.00</u>

Abu Dhabi Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sophie Jouniaux	1.4	670.00	\$ 938.00
			<u>\$ 938.00</u>

Kuala Lumpur Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Si Ying Kong	1.0	310.00	\$ 310.00
Adeline Wong	.7	640.00	448.00
			<u>\$ 758.00</u>

Singapore Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Edmund Leow	.4	1,025.00	\$ 410.00
Esme Wei	1.0	335.00	335.00
			<u>\$ 745.00</u>

Sydney Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Simone Bridges	1.0	400.00	\$ 400.00
Serena Chow	1.2	480.00	576.00
Dixon Hearder	.9	1,040.00	936.00
John Walker	.4	1,040.00	416.00
			<u>\$ 2,328.00</u>

Taipei Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Andrew Lee	4.0	360.00	\$ 1,440.00
Michael Wong	1.5	510.00	765.00
			<u>\$ 2,205.00</u>

Tokyo Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Shinichi Kobayashi	2.4	710.00	\$ 1,704.00
Edwin T. Whatley	1.5	970.00	1,455.00
			<u>1,455.00</u>

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			\$ <u>3,159.00</u>

Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Valerie A. Marsh	1.4	505.00	\$ 707.00
Marc R. Paul	2.9	795.00	2,305.50
			\$ <u>3,012.50</u>
Total:			\$ 91,252.86

Total fees for Preparation for Proposed Transaction: \$91,252.86

TOTAL FEES

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Retention Issues	41.3	\$ 21,801.50
Non-Working Travel	2.8 (billed at 50%)	735.00
Preparation for Proposed Transaction	192.4	<u>91,252.86</u>
TOTAL FEES		\$ <u>113,798.36</u>
Credit (15% Discount)		\$ <u>(17,069.75)</u>
TOTAL ADJUSTED FEES		\$ <u>\$96,728.61</u>

Exhibit C

(Expense Detail)

RE: Preparation For Proposed Transaction**DETAILED EXPENSES:****Chicago Office**

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Rate</u>	<u>Amount</u>
11/17/2011	1	PRC Business Tax for fees transferred from foreign office.	\$ 57.04	\$ 57.04
11/18/2011	1	PRC Business Tax for fees transferred from foreign office.	9.08	9.08
11/18/2011	1	PRC Business Tax for fees transferred from foreign office.	17.11	17.11
11/21/2011	108	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	10.8
11/21/2011	1	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	.10
11/21/2011	3	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	.30
11/21/2011	120	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	12.00
11/21/2011	104	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	10.40
11/21/2011	280	Lasertrak Copies Photocopy by Vanessa E. Valladares.	.10	28.00
11/21/2011	1	PRC Business Tax for fees transferred from foreign office.	21.18	21.18
11/21/2011	1	PRC Business Tax for fees transferred from foreign office.	62.74	62.74
11/21/2011	1	PRC Business Tax for fees transferred from foreign office.	109.77	109.77
11/23/2011	1	PRC Business Tax for fees transferred from foreign office.	7.68	7.68
11/23/2011	1	PRC Business Tax for fees transferred from foreign office.	74.15	74.15
11/28/2011	4	Photocopies by Vanessa E. Valladares.	.10	.40
11/29/2011	1	Value Added Tax.	7.44	7.44
11/30/2011	1	Value Added Tax.	10.75	10.75
11/30/2011	1	Value Added Taxes on T1's from Caracas.	49.61	49.61
11/30/2011	1	Value Added Taxes on T1's from Caracas.	96.7	96.7
11/30/2011	1	InterCall Charges Webconferencing transaction for J. Barrett.	5.14	5.14

		Value Added Tax T-1s, Valor		
12/1/2011	1	Agreg T-1's.	\$ 95.68	\$ 95.68
12/1/2011	1	Value Added Tax:	314.69	314.69
		Lasertrak Copies Photocopy by		
12/8/2011	42	Carmen C. McCaw.	.10	4.2
		Lasertrak Copies Photocopy by		
12/8/2011	6	Carmen C. McCaw.	.10	.60
		Lasertrak Copies Photocopy by		
12/8/2011	1	Carmen C. McCaw.	.10	.10
		Lasertrak Copies Photocopy by		
12/8/2011	1	Carmen C. McCaw.	.10	.10
		Lasertrak Copies Photocopy by		
12/8/2011	1	Carmen C. McCaw.	.10	.10
		Lasertrak Copies Photocopy by		
12/8/2011	16	Carmen C. McCaw.	.10	1.6
12/9/2011	1	Value Added Tax	110	110.00
		Lasertrak Copies Photocopy by		
12/9/2011	7	Cecilia B Hassan.	.10	.70

Total Expenses: \$1,118.16

SUMMARY OF EXPENSES:

Expense Category	Amount
Telephone Charges	\$5.14
Photocopies	\$69.40
Value Added Tax	\$684.87
PRC Business Tax	\$358.75
TOTAL	\$1,118.16

Total Expenses for Preparation For Proposed Transaction: \$1,118.16

TOTAL EXPENSES: \$1,118.16